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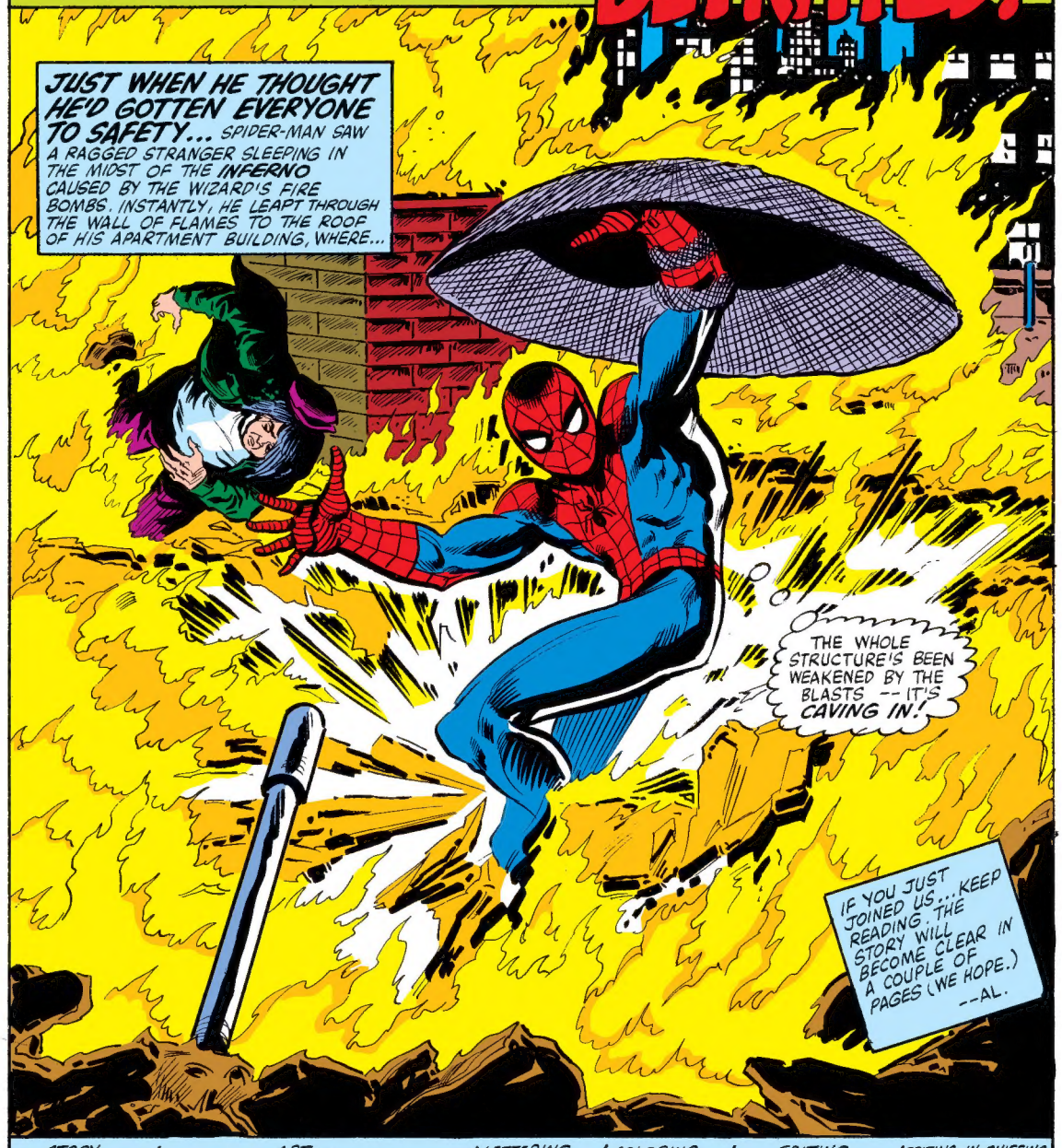
the AMAZING SPIDER-MAN®
TM
SPIDEY AND THE SUB-MARINER FIGHT SIDE-BY-SIDE AGAINST THE
FRIGHTFUL FOUR!
DON'T MISS THE EVIL F.F.'s MYSTERIOUS, NEW MEMBER!

While attending a demonstration in radiology, student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the arachnid's powers...and had, in effect, become a human spider...

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

THEN SHALL WE BOTH BE BETRAYED!



STORY-- DENNY O'NEIL / ART-- JOHN ROMITA, JR. & JIM MOONEY / LETTERING-- JIM NOVAK / COLORING-- BOB SHAREN / EDITING-- ALLEN MILGROM / EDITING-IN-CHIEFING JIM SHOOTER

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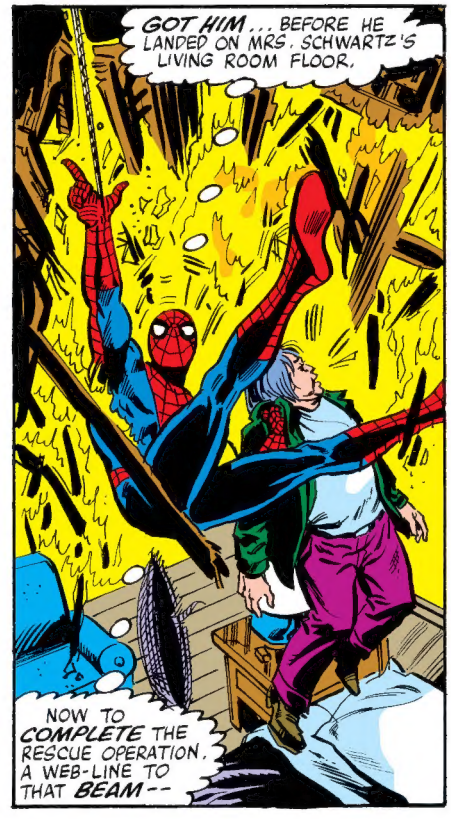
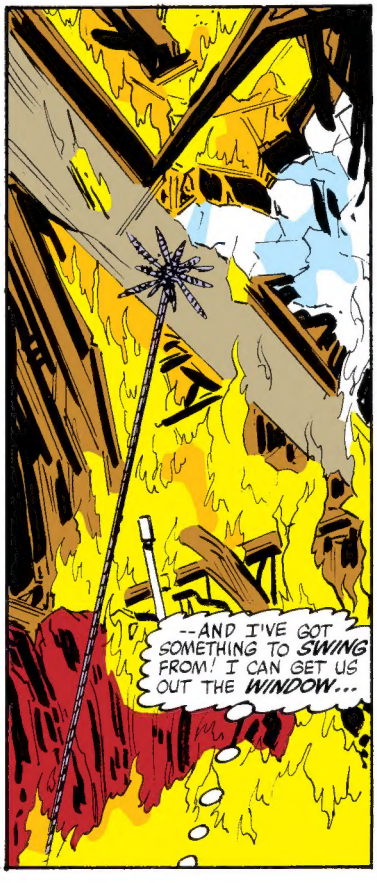
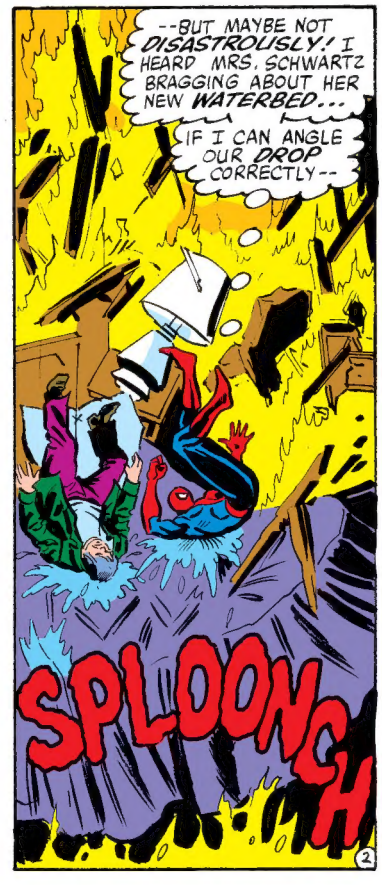
I CAN PROBABLY SAVE MYSELF -- BUT HE'S GONNA GIVE ME PROBLEMS.
EVEN FROM HERE, I CAN SMELL THE CHEAP DRINK ON HIS BREATH.
WHO THE HECK IS HE, ANYWAY?


GOT HIM... BEFORE HE LANDED ON MRS. SCHWARTZ'S LIVING ROOM FLOOR.
NOW TO COMPLETE THE RESCUE OPERATION. A WEB-LINE TO THAT BEAM --

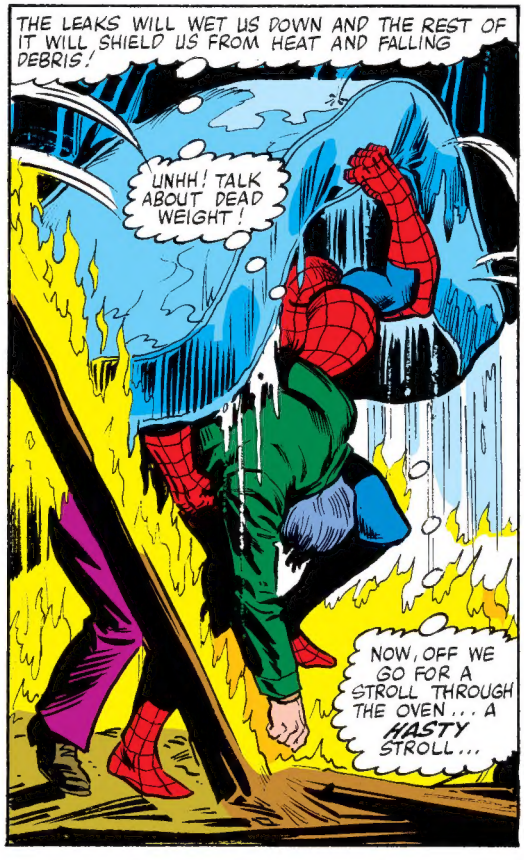

--AND I'VE GOT SOMETHING TO SWING FROM! I CAN GET US OUT THE WINDOW...

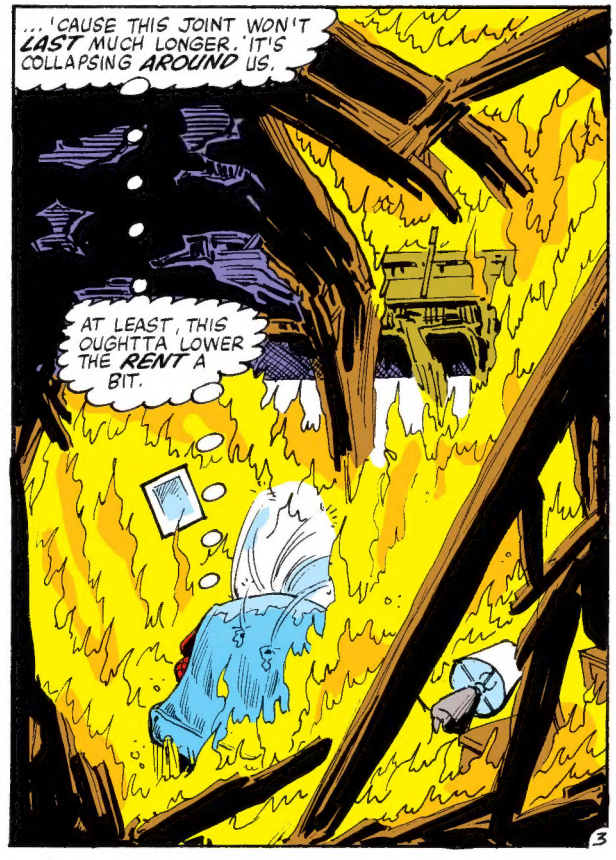
UH OH. GOOD AS MY WEBBING IS, IT ISN'T COMPLETELY FIREPROOF. WE'RE GONNA FALL AFTER ALL --

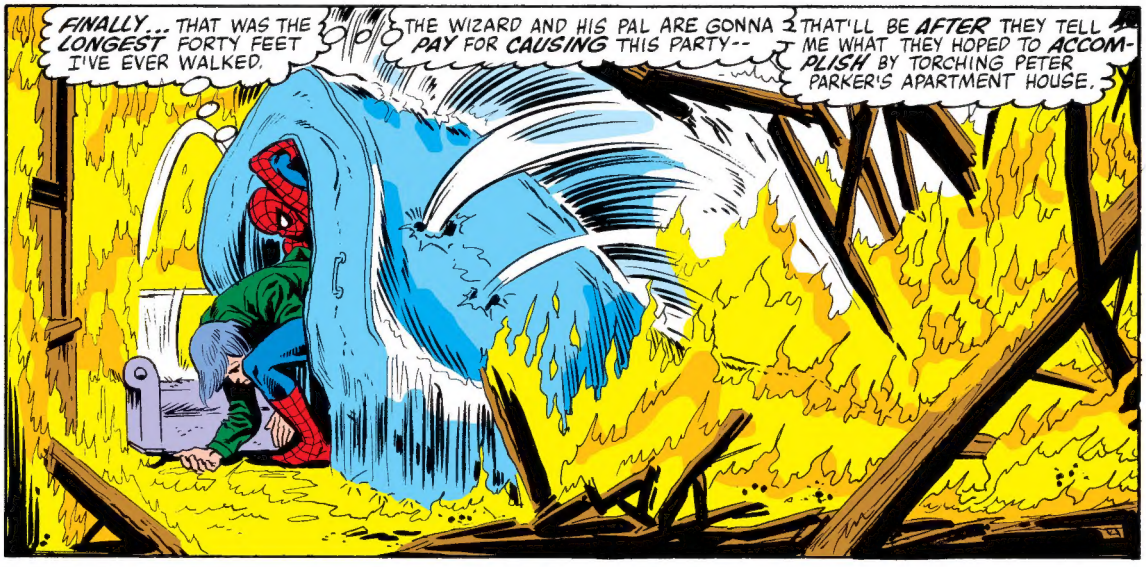

--BUT MAYBE NOT DISASTROUSLY! I HEARD MRS. SCHWARTZ BRAGGING ABOUT HER NEW WATERBED...
IF I CAN ANGLE OUR DROP CORRECTLY --
SPLOONGH

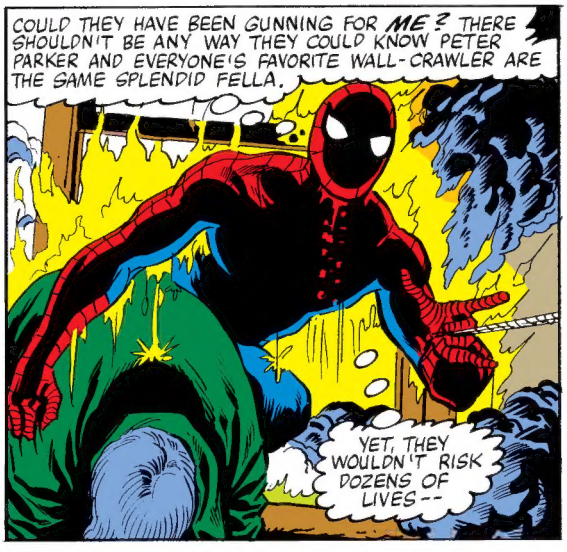
MADE IT. THE MATTRESS HAS SPRUNG A FEW LEAKS, BUT YOU WON'T CATCH ME COMPLAINING.
SLEEPING BEAUTY'S NOT GRIPING, EITHER. HE'S STILL DEAD TO THE WORLD.
I HAVE A HUNCH HE'S NOT EVEN GONNA THANK ME.

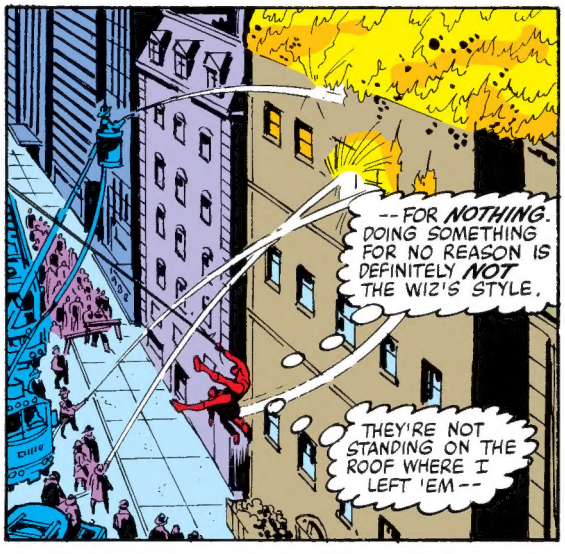
OH, WELL. NOBILITY IS ITS OWN REWARD, I GUESS.
MRS. SCHWARTZ WON'T MIND IF I BORROW HER SLEEPING GEAR -- NOT IN THE CAUSE OF KEEPING ME AND MY BUDDY THERE FROM BEING BROILED.

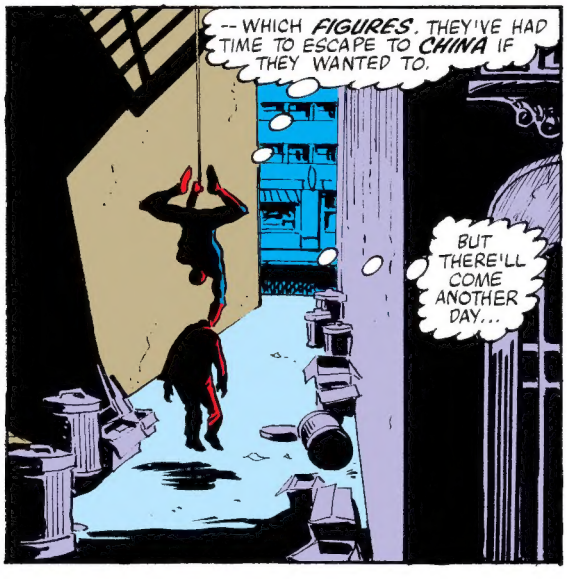

THE LEAKS WILL WET US DOWN AND THE REST OF IT WILL SHIELD US FROM HEAT AND FALLING DEBRIS!
UNHH! TALK ABOUT DEAD WEIGHT!
NOW, OFF WE GO FOR A STROLL THROUGH THE OVEN... A HASTY STROLL...


...'CAUSE THIS JOINT WON'T LAST MUCH LONGER. IT'S COLLAPSING AROUND US.
AT LEAST, THIS OUGHTTA LOWER THE RENT A BIT.

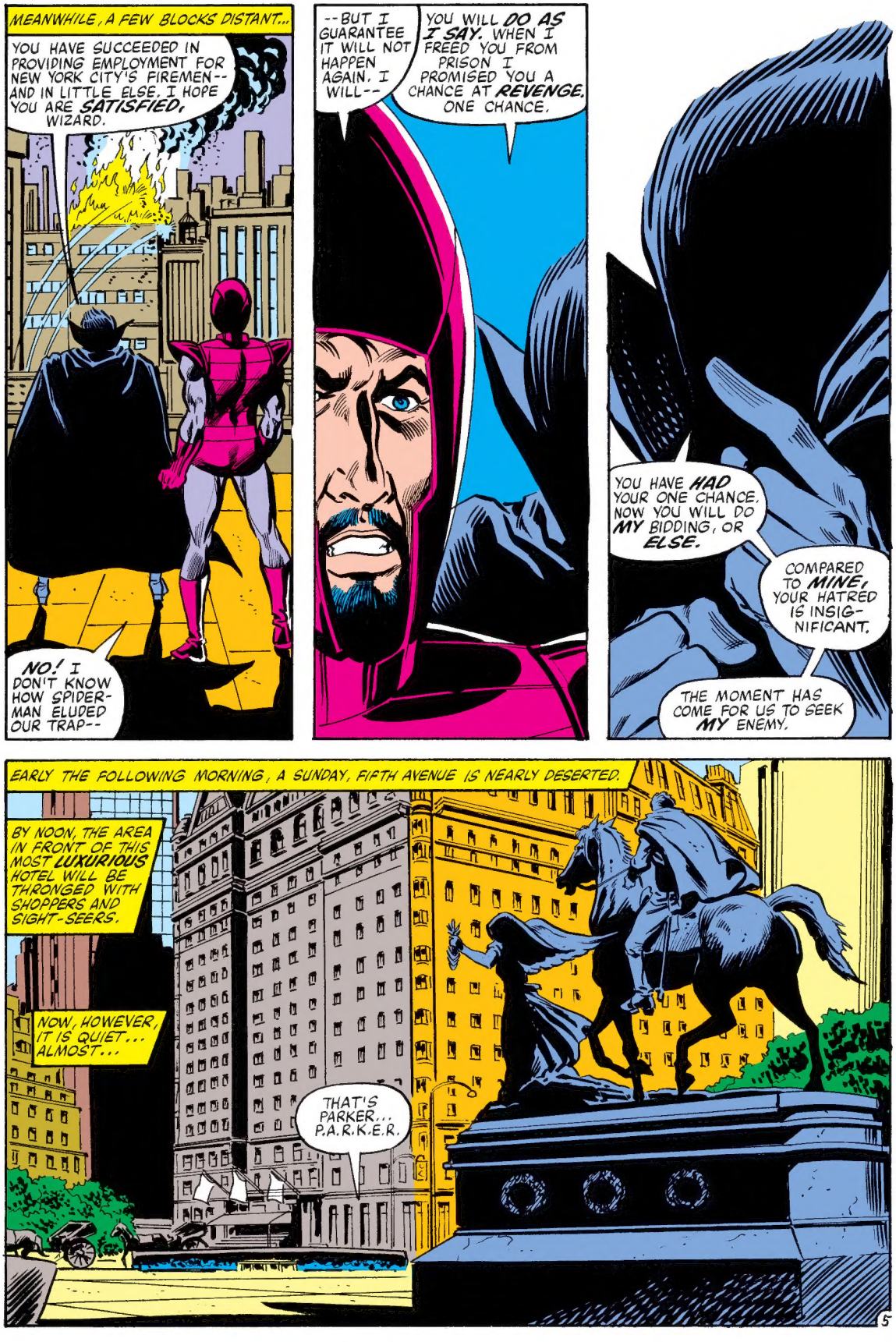

FINALLY... THAT WAS THE LONGEST FORTY FEET I'VE EVER WALKED.
THE WIZARD AND HIS PAL ARE GONNA PAY FOR CAUSING THIS PARTY--
THAT'LL BE AFTER THEY TELL ME WHAT THEY HOPED TO ACCOMPLISH BY TORCHING PETER PARKER'S APARTMENT HOUSE.


COULD THEY HAVE BEEN GUNNING FOR ME? THERE SHOULDN'T BE ANY WAY THEY COULD KNOW PETER PARKER AND EVERYONE'S FAVORITE WALL-CRAWLER ARE THE SAME SPLENDID FELLA.
YET, THEY WOULDN'T RISK DOZENS OF LIVES--


--FOR NOTHING. DOING SOMETHING FOR NO REASON IS DEFINITELY NOT THE WIZ'S STYLE.
THEY'RE NOT STANDING ON THE ROOF WHERE I LEFT 'EM--

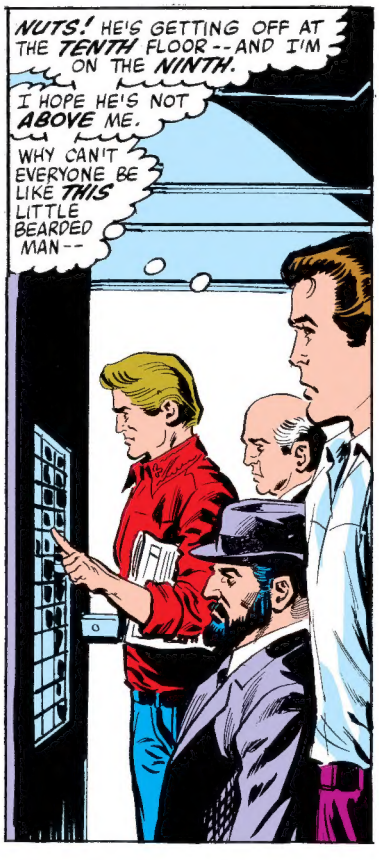

--WHICH FIGURES. THEY'VE HAD TIME TO ESCAPE TO CHINA IF THEY WANTED TO.
BUT THERE'LL COME ANOTHER DAY...

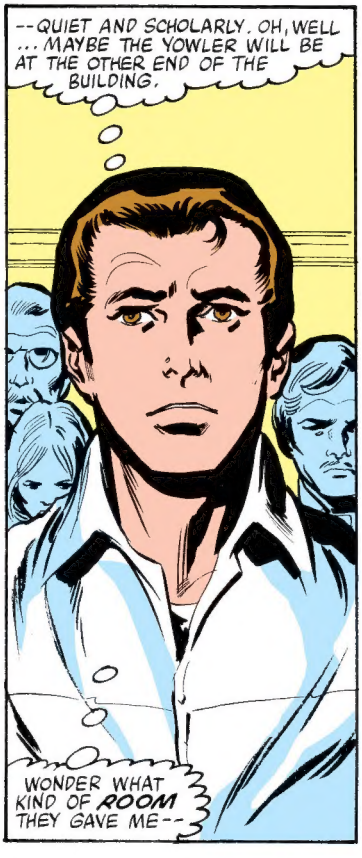
IN NINETY MINUTES WINO CHARLIE WILL AWAKEN, SMELL THE SMOKE ON HIS CLOTHES AND WONDER, QUITE BRIEFLY, WHAT HAPPENED.
THEN HE WILL STUMBLE AWAY IN SEARCH OF FURTHER OBLIVION...


MEANWHILE, A FEW BLOCKS DISTANT...
YOU HAVE SUCCEEDED IN PROVIDING EMPLOYMENT FOR NEW YORK CITY'S FIREMEN-- AND IN LITTLE ELSE. I HOPE YOU ARE SATISFIED, WIZARD.
NO! I DON'T KNOW HOW SPIDER-MAN ELUDED OUR TRAP--
--BUT I GUARANTEE IT WILL NOT HAPPEN AGAIN. I WILL--
YOU WILL DO AS I SAY. WHEN I FREED YOU FROM PRISON I PROMISED YOU A CHANCE AT REVENGE. ONE CHANCE.
YOU HAVE HAD YOUR ONE CHANCE. NOW YOU WILL DO MY BIDDING, OR ELSE.
COMPARED TO MINE, YOUR HATRED IS INSIG-NIFICANT.
THE MOMENT HAS COME FOR US TO SEEK MY ENEMY.
EARLY THE FOLLOWING MORNING, A SUNDAY, FIFTH AVENUE IS NEARLY DESERTED.
BY NOON, THE AREA IN FRONT OF THIS MOST LUXURIOUS HOTEL WILL BE THRONGED WITH SHOPPERS AND SIGHT-SEERS.
NOW, HOWEVER, IT IS QUIET... ALMOST...
THAT'S PARKER... P.A.R.K.E.R.

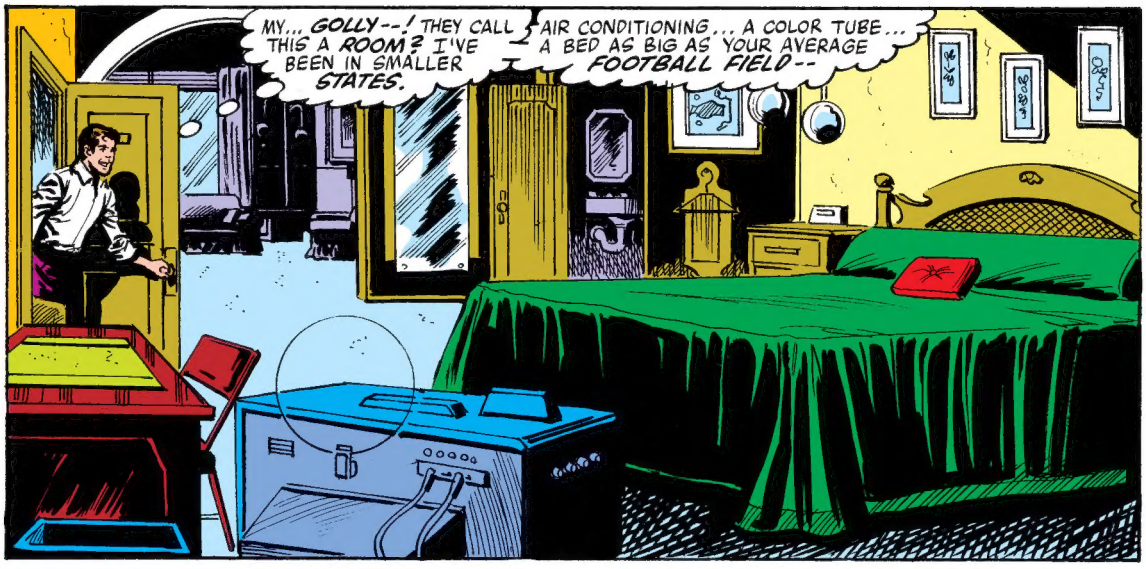
YOU'RE ONE OF THOSE PEOPLE FROM THE BURNED-OUT APARTMENTS, MR.--EH--PARKER?
CHECK. THE INSURANCE COMPANY IS PUTTING US UP HERE UNTIL THE PLACE IS REBUILT.
YES... WELL, HAVE A PLEASANT STAY.

MAYBE I WILL, AT THAT.
UH-OH. THERE'S THAT TALL GUY... THE ONE I THINK SINGS THOSE CRUDDY COUNTRY SONGS THAT KEEP ME AWAKE ALL NIGHT. IF HIS ROOM IS NEXT TO MINE--

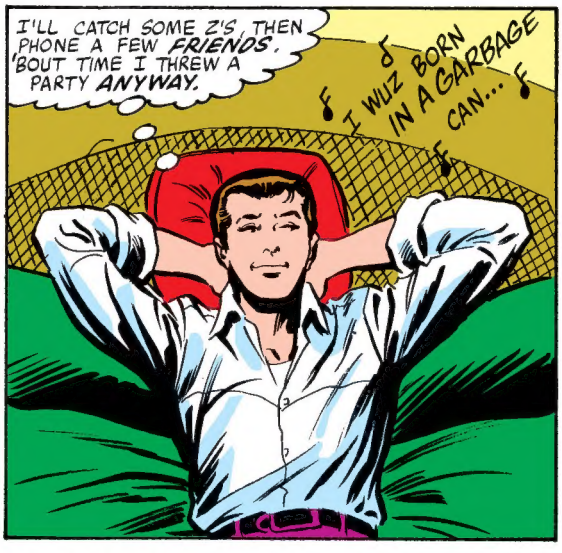

NUTS! HE'S GETTING OFF AT THE TENTH FLOOR--AND I'M ON THE NINTH.
I HOPE HE'S NOT ABOVE ME.
WHY CAN'T EVERYONE BE LIKE THIS LITTLE BEARDED MAN--

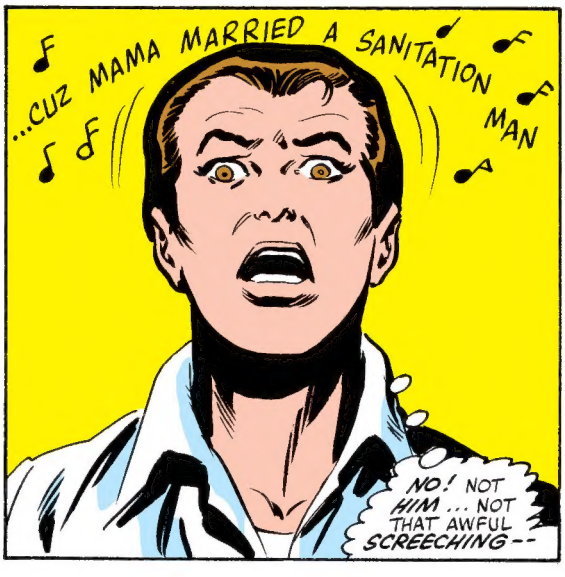

--QUIET AND SCHOLARLY. OH, WELL ... MAYBE THE YOWLER WILL BE AT THE OTHER END OF THE BUILDING.
WONDER WHAT KIND OF ROOM THEY GAVE ME--

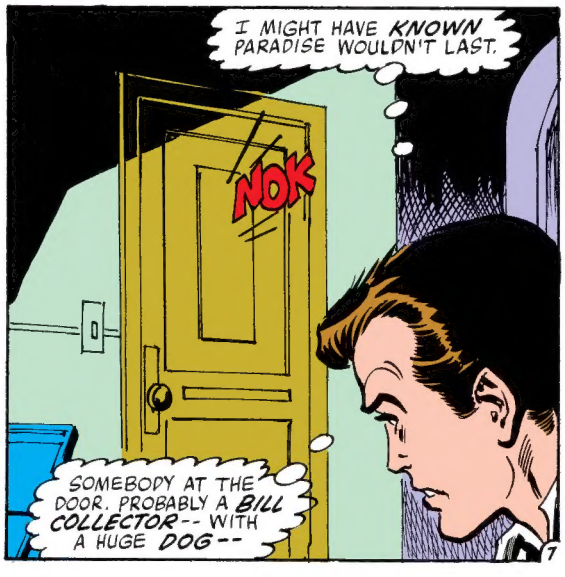
--PROBABLY A CLOSET. BUT SINCE THIS IS THE FANCIEST HOTEL IN TOWN, AT LEAST IT'LL BE A CLASSY CLOSET.
INDIGENT GRAD STUDENTS CAN'T BE CHOOSERS...

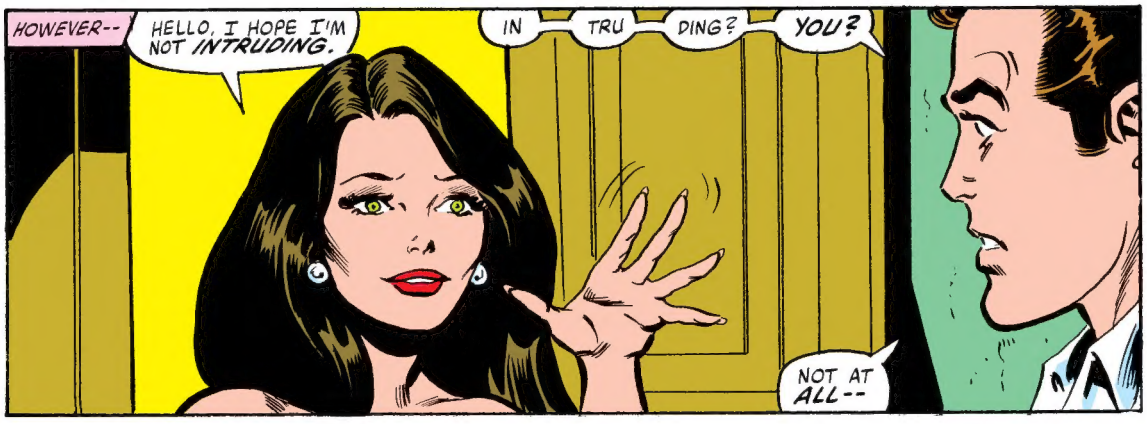

MY... GOLLY--! THEY CALL THIS A ROOM? I'VE BEEN IN SMALLER STATES.
AIR CONDITIONING... A COLOR TUBE... A BED AS BIG AS YOUR AVERAGE FOOTBALL FIELD--

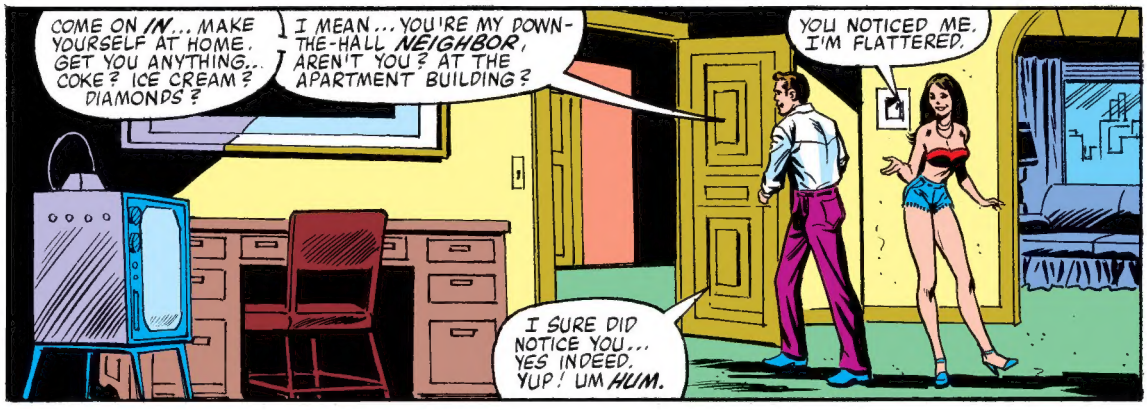
--YET SOFT AS A BABY'S KISS.
HOO-BOY, PETEY, YOUR LUCK HAS CHANGED.

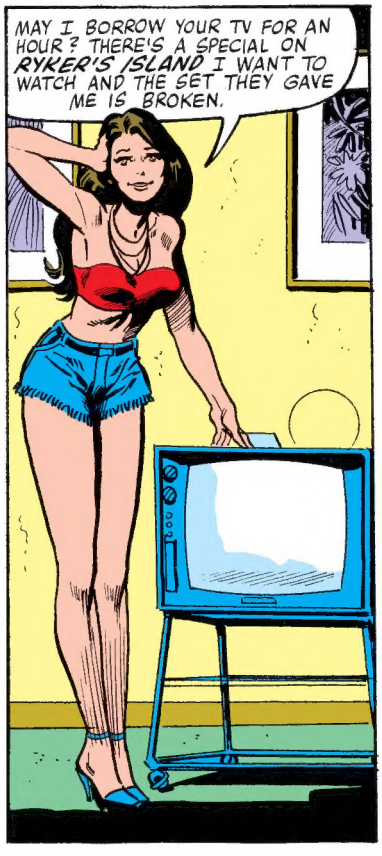

I'LL CATCH SOME Z'S, THEN PHONE A FEW FRIENDS. 'BOUT TIME I THREW A PARTY ANYWAY.
I WUZ BORN IN A GARBAGE CAN...

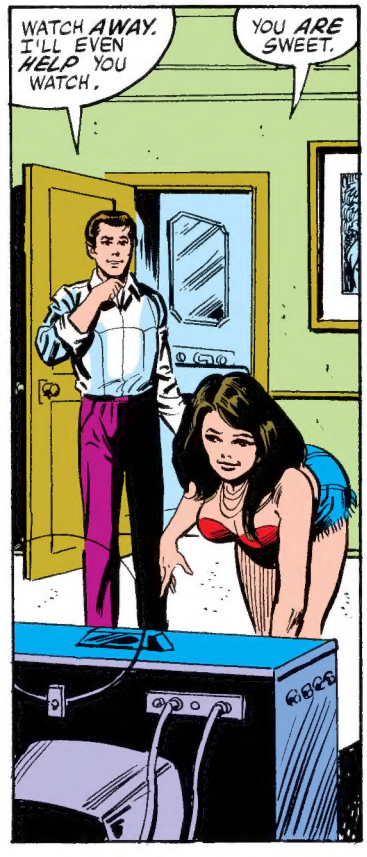

...CUZ MAMA MARRIED A SANITATION MAN
NO! NOT HIM... NOT THAT AWFUL SCREECHING--


I MIGHT HAVE KNOWN PARADISE WOULDN'T LAST.
NOK
SOMEBODY AT THE DOOR. PROBABLY A BILL COLLECTOR-- WITH A HUGE DOG--


HOWEVER--
HELLO, I HOPE I'M NOT INTRUDING.
IN
TRU
DING?
YOU?
NOT AT ALL--

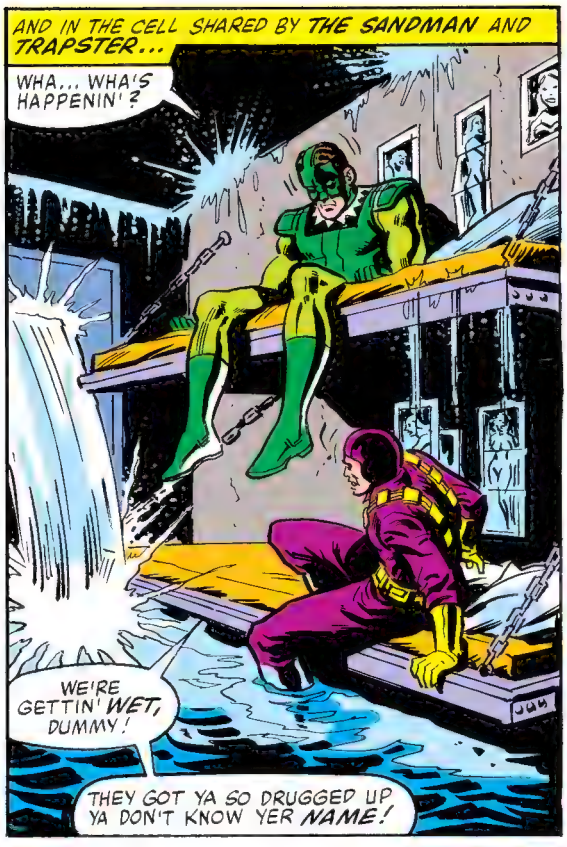

COME ON IN... MAKE YOURSELF AT HOME. GET YOU ANYTHING... COKE? ICE CREAM? DIAMONDS?
I MEAN... YOU'RE MY DOWN-THE-HALL NEIGHBOR, AREN'T YOU? AT THE APARTMENT BUILDING?
YOU NOTICED ME. I'M FLATTERED.
I SURE DID NOTICE YOU... YES INDEED. YUP! UM HUM.

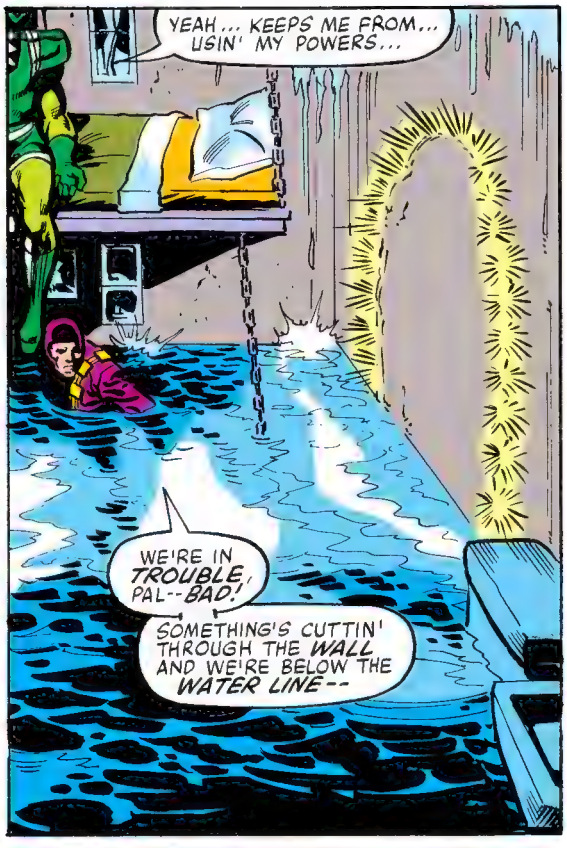

MAY I BORROW YOUR TV FOR AN HOUR? THERE'S A SPECIAL ON RYKER'S ISLAND I WANT TO WATCH AND THE SET THEY GAVE ME IS BROKEN.

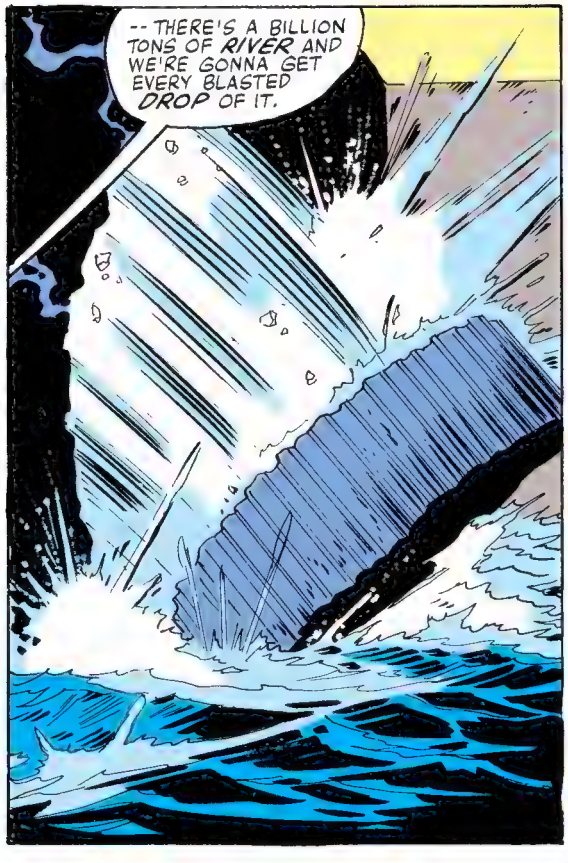

WATCH AWAY. I'LL EVEN HELP YOU WATCH.
YOU ARE SWEET.

DO YOU MIND LENDING ME YOUR SHOULDER? I'M SO WEARY FROM THE EXCITEMENT OF THE FIRE...
UH HUH. VERY EXCITING FIRE.
...DUE TO THE RECENT ESCAPES FROM RYKER'S ISLAND PRISON...

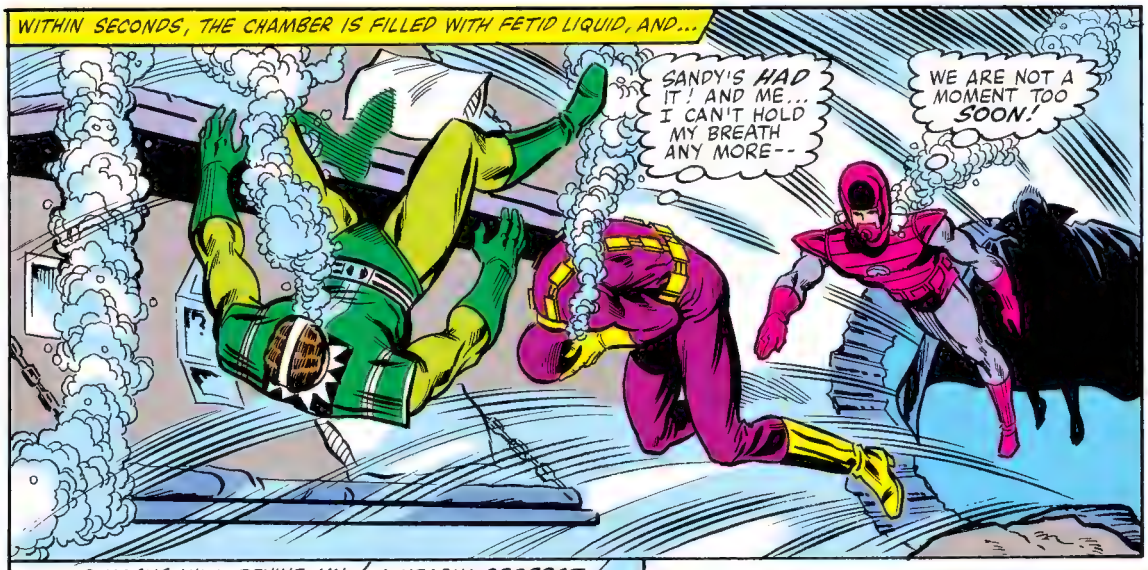
"... SENATOR MARION STENSGARD IS CONSULTING LATER TODAY WITH WARDEN PERCY RUE CONCERNING THE INSTALLATION'S SECURITY... "
IT'S A DISGRACE, WARDEN RUE.
YOUR INMATES WALK OUT AS THOUGH THERE WERE A REVOLVING DOOR INSTEAD OF AN IRON GATE.
NOT ENTIRELY OUR FAULT, SENATOR. WE HOUSE MANY OF THE MOST DANGEROUS CRIMINALS IN THE COUNTRY-- THE SO-CALLED SUPER-VILLAINS--
--AND CONSEQUENTLY THEY ARE HARDER TO HOLD THAN ORDINARY THUGS. NEITHER THE STATE NOR THE FEDERAL GOVERNMENT HAS BEEN EXACTLY GENEROUS WITH FUNDING--
HOWEVER, YOU CAN REST EASY--
--I HAVE PERSONALLY REVAMPED OUR ENTIRE SYSTEM AND I'M IN A POSITION TO GUARANTEE THERE WILL BE NO FURTHER BREAKS.
I'LL BE HAPPY TO TAKE YOUR WORD FOR IT, SIR--
THE ALARM--!
DOES THAT MEAN...?
"YES. A BREACH IN THE MAXIMUM SECURITY CELLS...
"THEY'RE BEING FLOODED... BUT WHY?"
HA-ROO-GA HA-ROO-GA
9

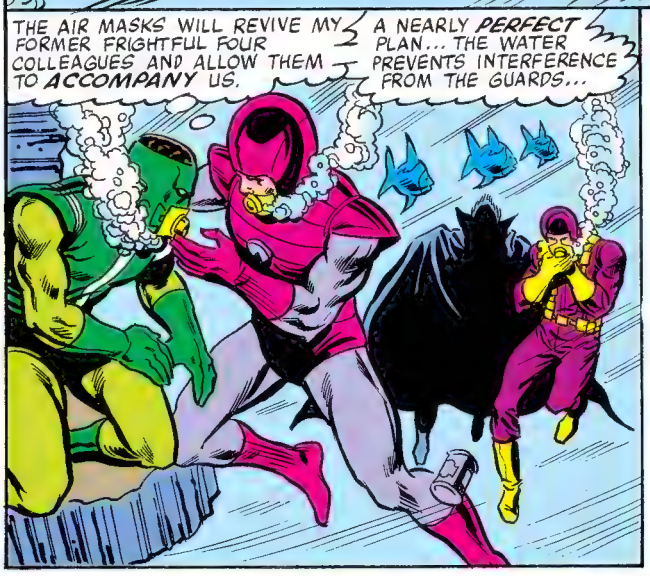

AND IN THE CELL SHARED BY THE SANDMAN AND TRAPSTER...
WHA... WHA'S HAPPENIN'?
WE'RE GETTIN' WET, DUMMY!
THEY GOT YA SO DRUGGED UP YA DON'T KNOW YER NAME!

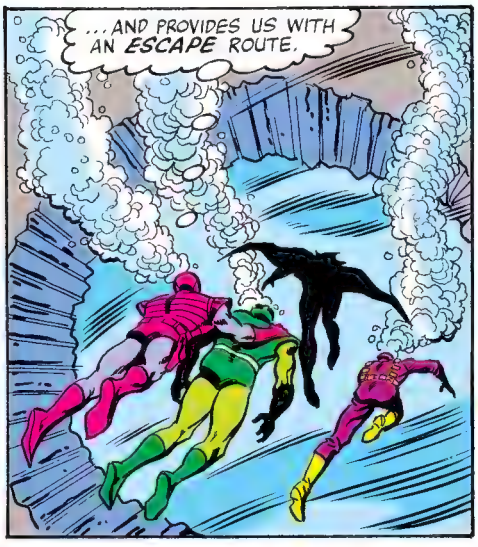

YEAH... KEEPS ME FROM... USIN' MY POWERS...
WE'RE IN TROUBLE, PAL--BAD!
SOMETHING'S CUTTIN' THROUGH THE WALL AND WE'RE BELOW THE WATER LINE--

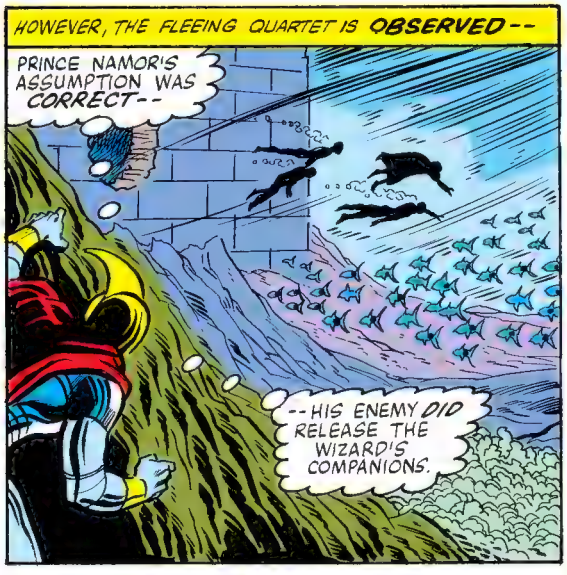

--THERE'S A BILLION TONS OF RIVER AND WE'RE GONNA GET EVERY BLASTED DROP OF IT.

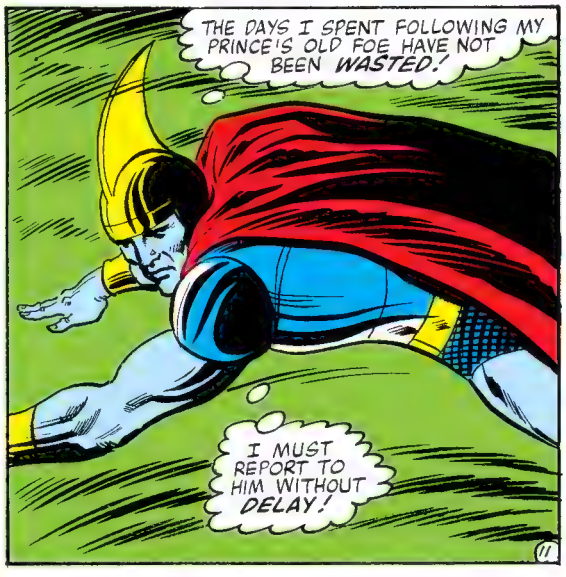
BETTER TREAD WATER.
I... CAN'T!
I'M DROWNIN'!


WITHIN SECONDS, THE CHAMBER IS FILLED WITH FETID LIQUID, AND...
SANDY'S HAD IT! AND ME... I CAN'T HOLD MY BREATH ANY MORE--
WE ARE NOT A MOMENT TOO SOON!

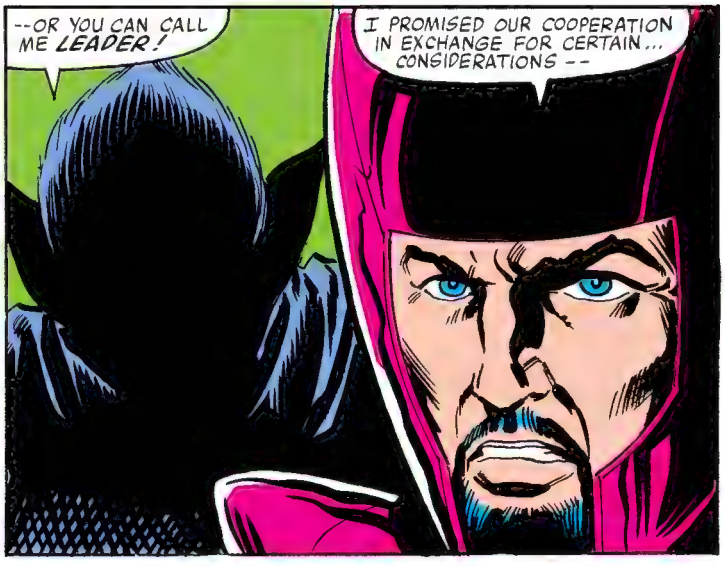

THE AIR MASKS WILL REVIVE MY FORMER FRIGHTFUL FOUR COLLEAGUES AND ALLOW THEM TO ACCOMPANY US.
A NEARLY PERFECT PLAN... THE WATER PREVENTS INTERFERENCE FROM THE GUARDS...


...AND PROVIDES US WITH AN ESCAPE ROUTE.


HOWEVER, THE FLEEING QUARTET IS OBSERVED--
PRINCE NAMOR'S ASSUMPTION WAS CORRECT--
--HIS ENEMY DID RELEASE THE WIZARD'S COMPANIONS.


THE DAYS I SPENT FOLLOWING MY PRINCE'S OLD FOE HAVE NOT BEEN WASTED!
I MUST REPORT TO HIM WITHOUT DELAY!

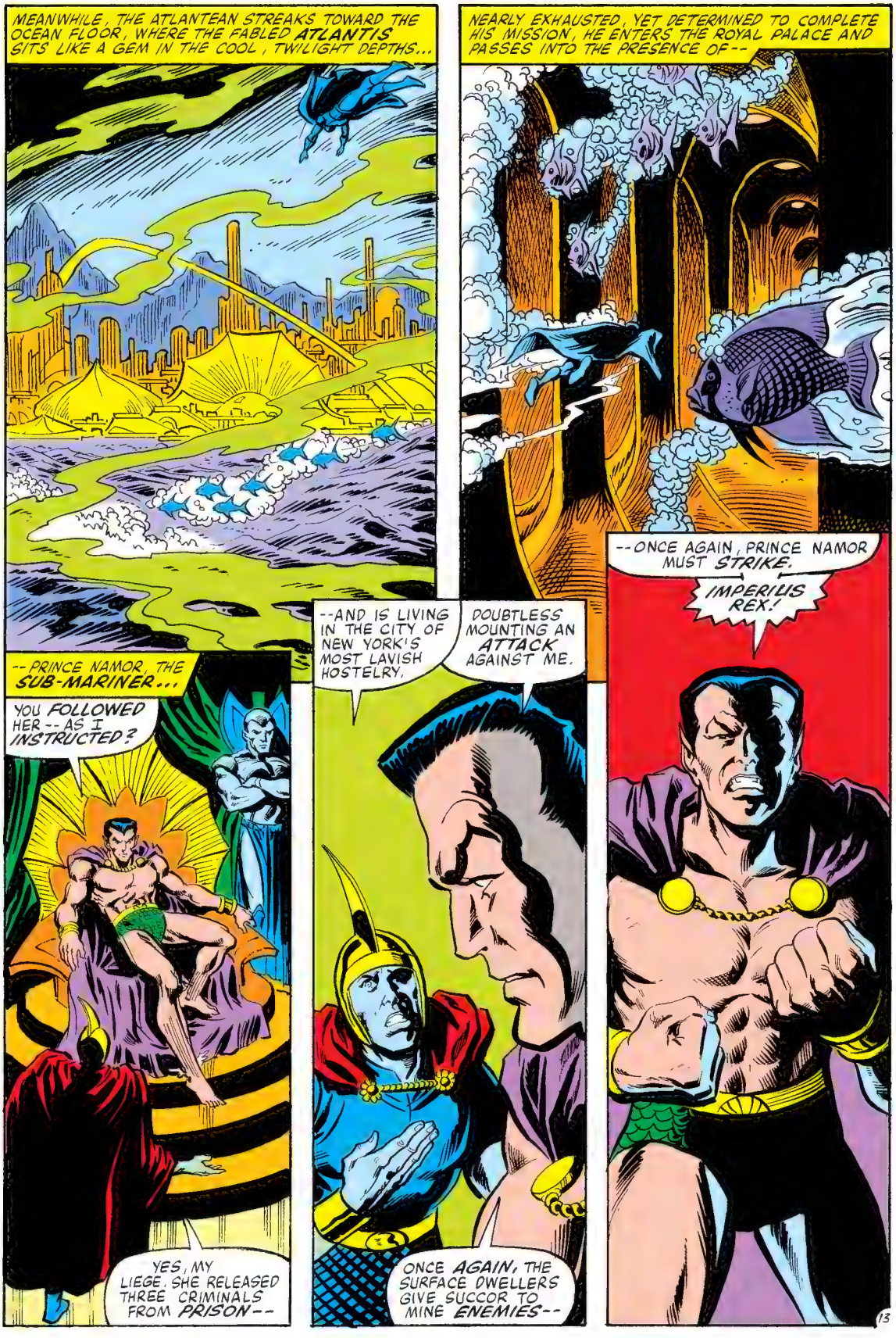
ON A SECLUDED SECTION OF LONG ISLAND...
AS YOU CAN SEE, THE SANDMAN HAS RECOVERED.
YEH ... AN' THAT JUNK THEY WAS FEEDIN' ME IS WEARIN' OFF.
WHO IS THIS?
YOU CAN CALL ME THE FOURTH MEMBER OF YOUR GROUP--

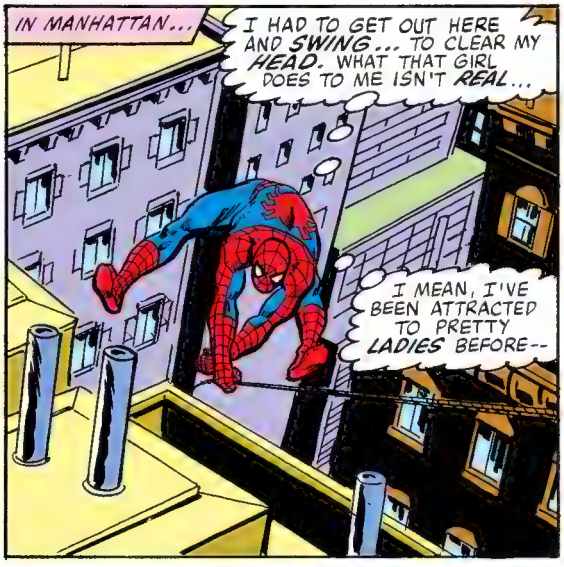

--OR YOU CAN CALL ME LEADER!
I PROMISED OUR COOPERATION IN EXCHANGE FOR CERTAIN... CONSIDERATIONS --

WELL, I DON'T LIKE IT.
ME NEITHER.

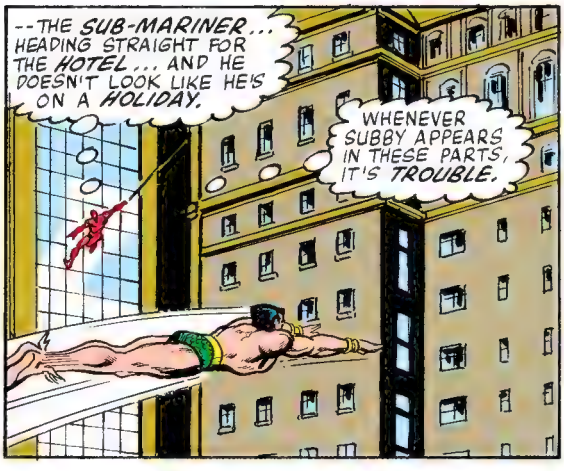
YOU DO NOT HAVE TO LIKE IT, GENTLEMEN. YOU HAVE ONLY TO OBEY.
SHOW THEM THE DEVICE, WIZARD.

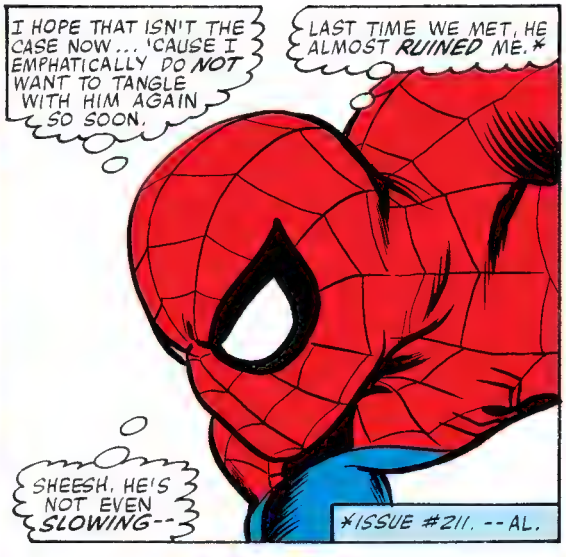
MY LATEST INVENTION-- ONE WHICH WILL SERVE TO VANQUISH ALL OUR ENEMIES.


MEANWHILE, THE ATLANTEAN STREAKS TOWARD THE OCEAN FLOOR, WHERE THE FABLED ATLANTIS SITS LIKE A GEM IN THE COOL, TWILIGHT DEPTHS...
NEARLY EXHAUSTED, YET DETERMINED TO COMPLETE HIS MISSION, HE ENTERS THE ROYAL PALACE AND PASSES INTO THE PRESENCE OF--
--PRINCE NAMOR, THE SUB-MARINER...
YOU FOLLOWED HER -- AS I INSTRUCTED?
YES, MY LIEGE. SHE RELEASED THREE CRIMINALS FROM PRISON--
--AND IS LIVING IN THE CITY OF NEW YORK'S MOST LAVISH HOSTELRY.
DOUBTLESS MOUNTING AN ATTACK AGAINST ME.
ONCE AGAIN, THE SURFACE DWELLERS GIVE SUCCOR TO MINE ENEMIES--
--ONCE AGAIN, PRINCE NAMOR MUST STRIKE.
IMPERIUS REX!


IN MANHATTAN...
I HAD TO GET OUT HERE AND SWING... TO CLEAR MY HEAD. WHAT THAT GIRL DOES TO ME ISN'T REAL...
I MEAN, I'VE BEEN ATTRACTED TO PRETTY LADIES BEFORE--

--BUT WHENEVER I GET CLOSE TO HER, I'M WRECKED.
MAYBE THERE IS NO SUCH THING AS LOVE AT FIRST SIGHT, BUT THIS IS A DARN GOOD IMITATION.
HUH--! IS THAT WHAT I THINK IT IS--?

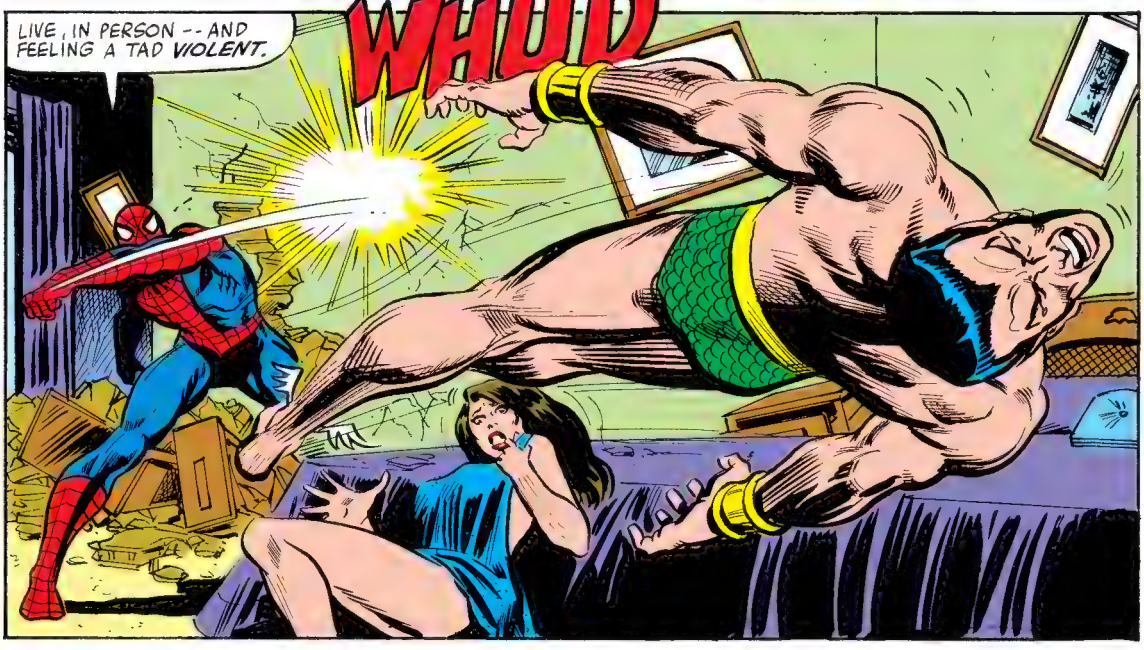

--THE SUB-MARINER... HEADING STRAIGHT FOR THE HOTEL... AND HE DOESN'T LOOK LIKE HE'S ON A HOLIDAY.
WHENEVER SUBBY APPEARS IN THESE PARTS, IT'S TROUBLE.

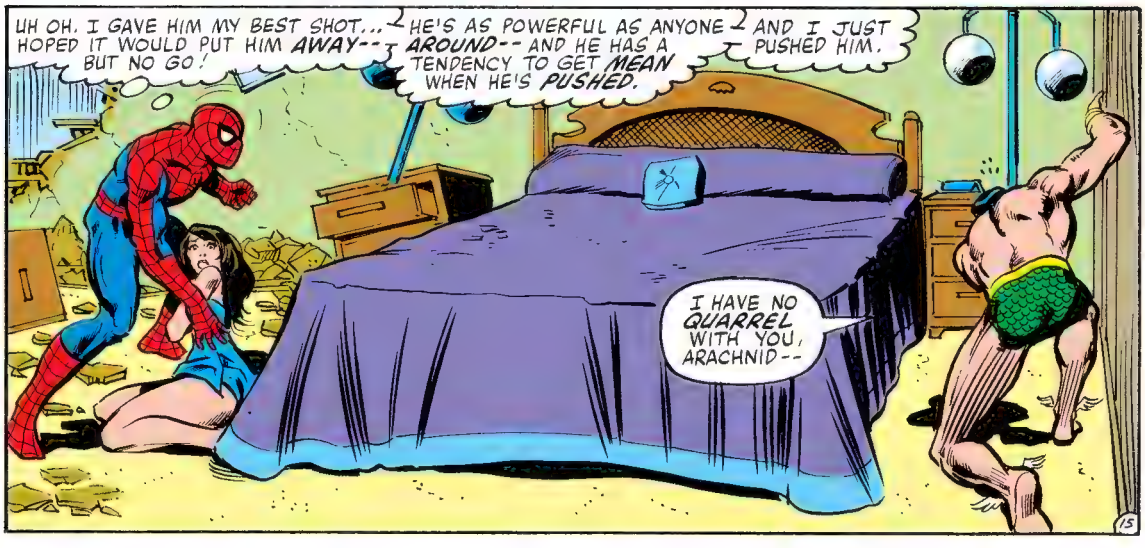

I HOPE THAT ISN'T THE CASE NOW... 'CAUSE I EMPHATICALLY DO NOT WANT TO TANGLE WITH HIM AGAIN SO SOON.
LAST TIME WE MET, HE ALMOST RUINED ME.*
SHEESH, HE'S NOT EVEN SLOWING--
*ISSUE #211. --AL.

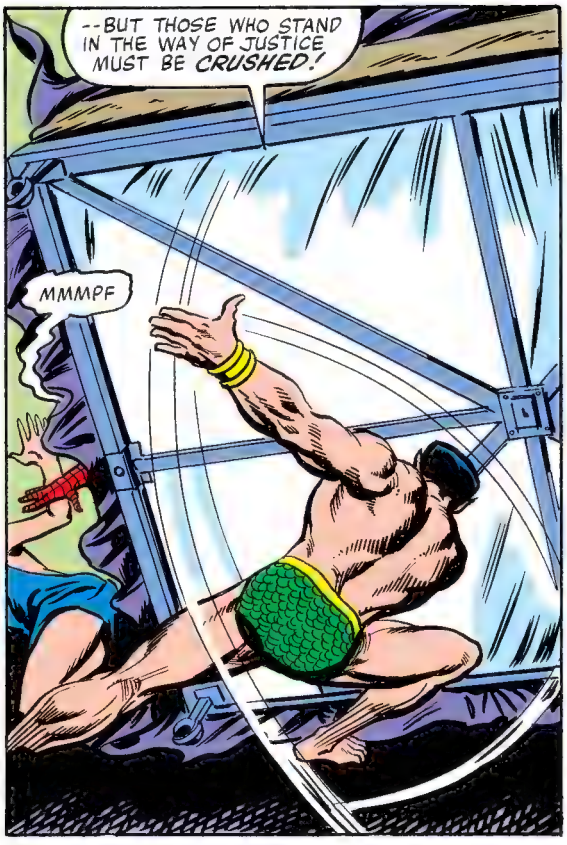
"HE ISN'T EVEN GONNA KNOCK--"

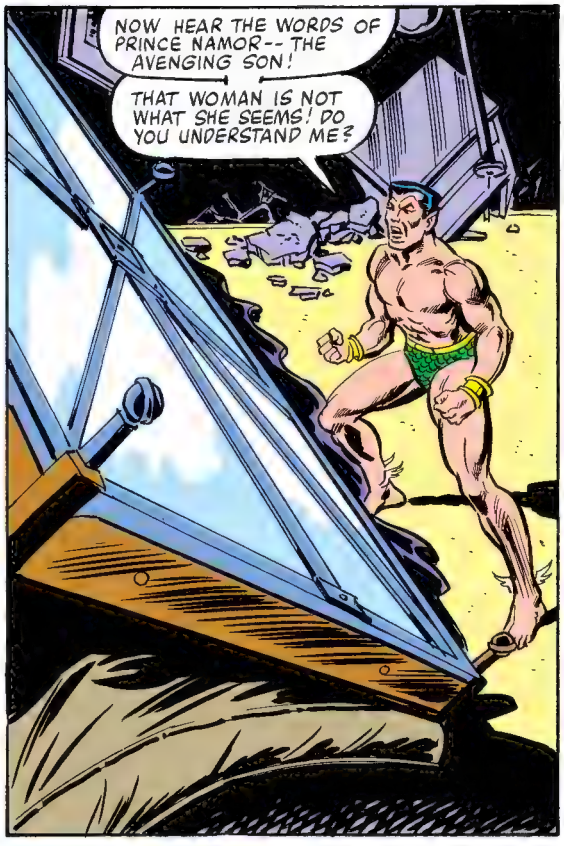
SO! YOU SEEK VENGEANCE UPON ME!
I... I DON'T KNOW WHAT YOU'RE TALKING ABOUT!

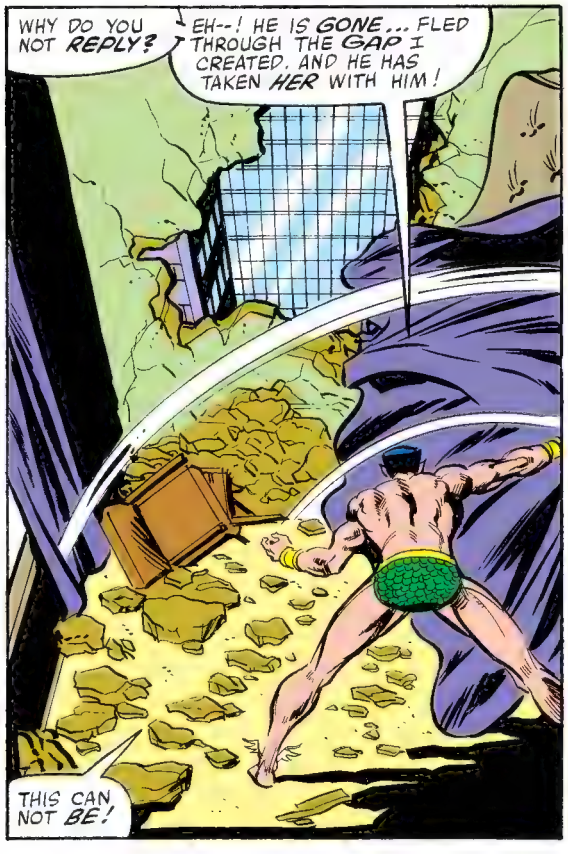
SUBSO, OL' ROTTER... I DON'T BELIEVE THE NICE LADY INVITED YOU IN -- THROUGH THE DOOR, MUCH LESS THE WALL.
SPIDER-MAN?

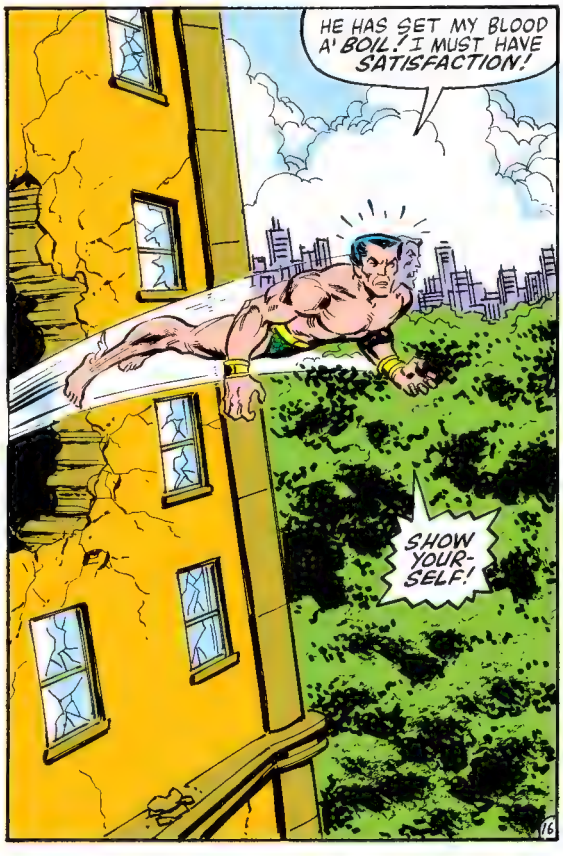

LIVE, IN PERSON -- AND FEELING A TAD VIOLENT.
WHUD

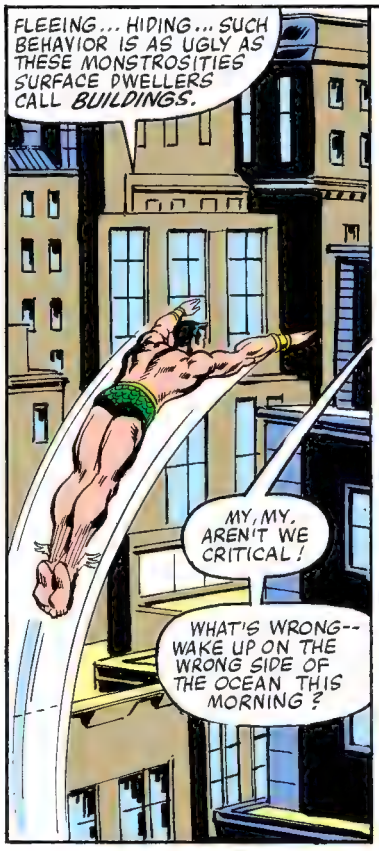

UH OH. I GAVE HIM MY BEST SHOT... HOPED IT WOULD PUT HIM AWAY-- BUT NO GO!
HE'S AS POWERFUL AS ANYONE AROUND -- AND HE HAS A TENDENCY TO GET MEAN WHEN HE'S PUSHED.
AND I JUST PUSHED HIM.
I HAVE NO QUARREL WITH YOU, ARACHNID --


--BUT THOSE WHO STAND IN THE WAY OF JUSTICE MUST BE CRUSHED!
MMMPF

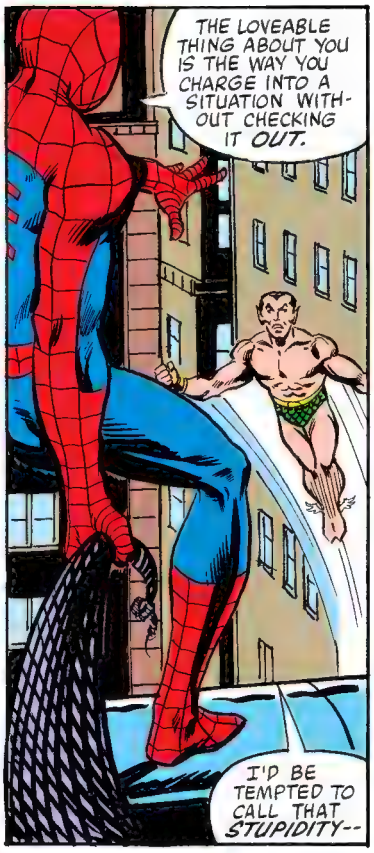

NOW HEAR THE WORDS OF PRINCE NAMOR-- THE AVENGING SON!
THAT WOMAN IS NOT WHAT SHE SEEMS! DO YOU UNDERSTAND ME?

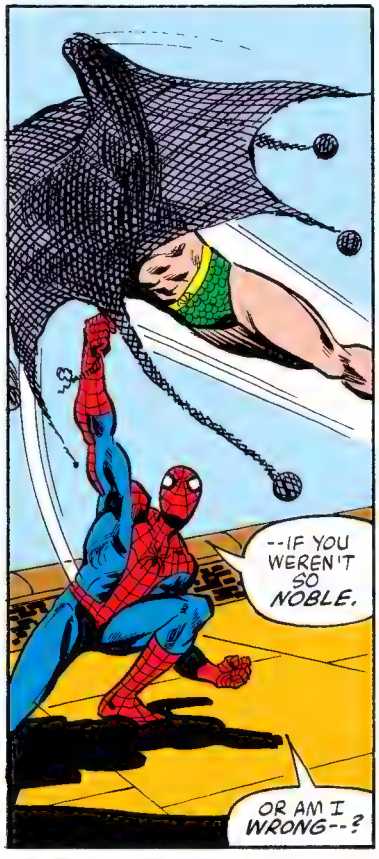

WHY DO YOU NOT REPLY?
EH--! HE IS GONE... FLED THROUGH THE GAP I CREATED. AND HE HAS TAKEN HER WITH HIM!
THIS CAN NOT BE!

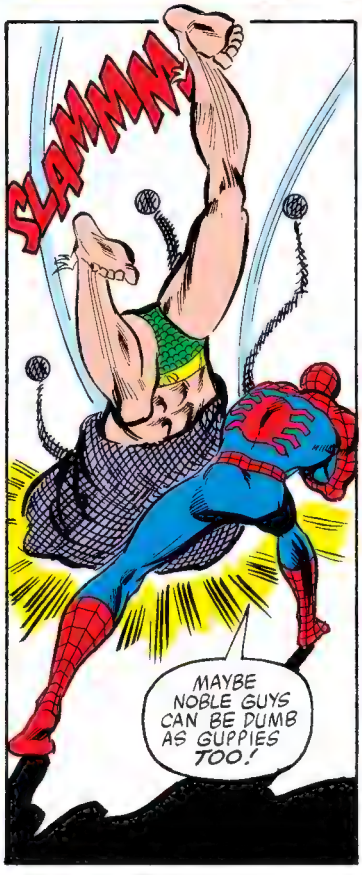

HE HAS SET MY BLOOD A' BOIL! I MUST HAVE SATISFACTION!
SHOW YOUR-SELF!

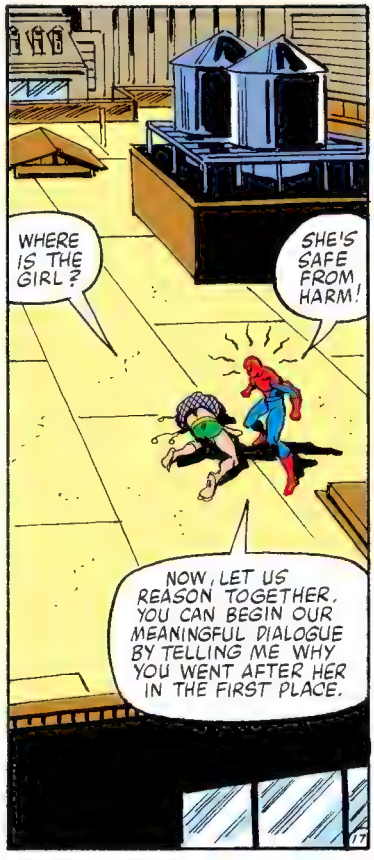

FLEEING... HIDING... SUCH BEHAVIOR IS AS UGLY AS THESE MONSTROSITIES SURFACE DWELLERS CALL BUILDINGS.
MY, MY, AREN'T WE CRITICAL!
WHAT'S WRONG-- WAKE UP ON THE WRONG SIDE OF THE OCEAN THIS MORNING?

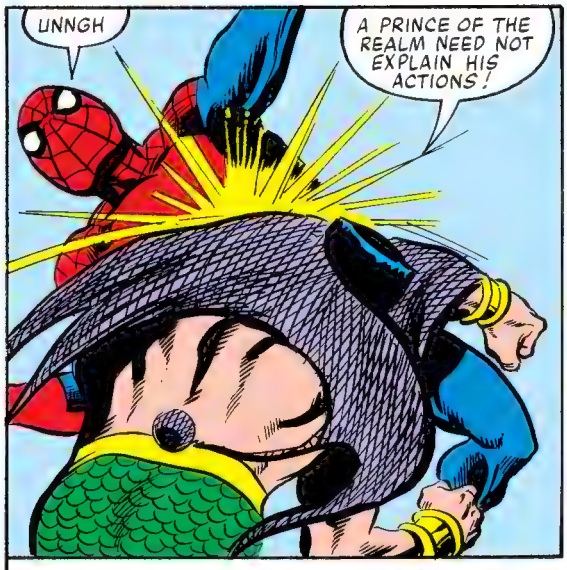
ACTUALLY, I WASN'T EXACTLY FLEEING AS MUCH AS CATCHING MY BREATH... GETTING READY FOR ROUND TWO.
WANNA ZIP ON UP HERE?


THE LOVEABLE THING ABOUT YOU IS THE WAY YOU CHARGE INTO A SITUATION WITHOUT CHECKING IT OUT.
I'D BE TEMPTED TO CALL THAT STUPIDITY--

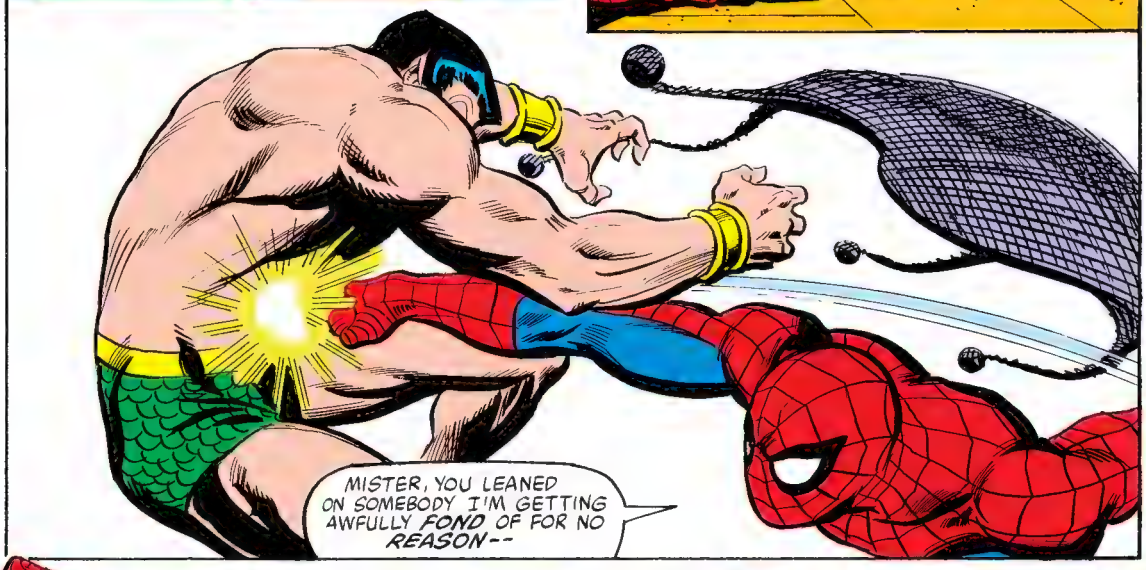

--IF YOU WEREN'T SO NOBLE.
OR AM I WRONG--?

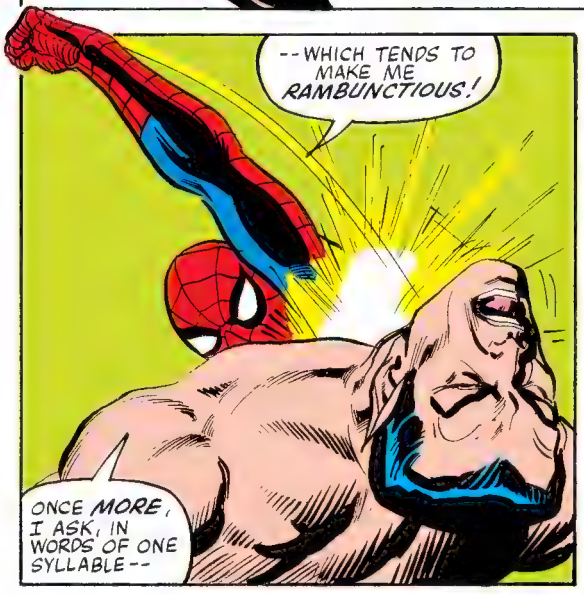

SLAMMA
MAYBE NOBLE GUYS CAN BE DUMB AS GUPPIES TOO!

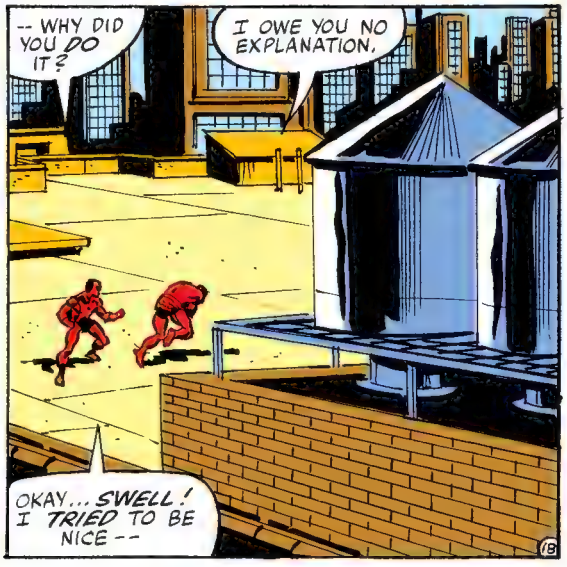

WHERE IS THE GIRL?
SHE'S SAFE FROM HARM!
NOW, LET US REASON TOGETHER. YOU CAN BEGIN OUR MEANINGFUL DIALOGUE BY TELLING ME WHY YOU WENT AFTER HER IN THE FIRST PLACE.

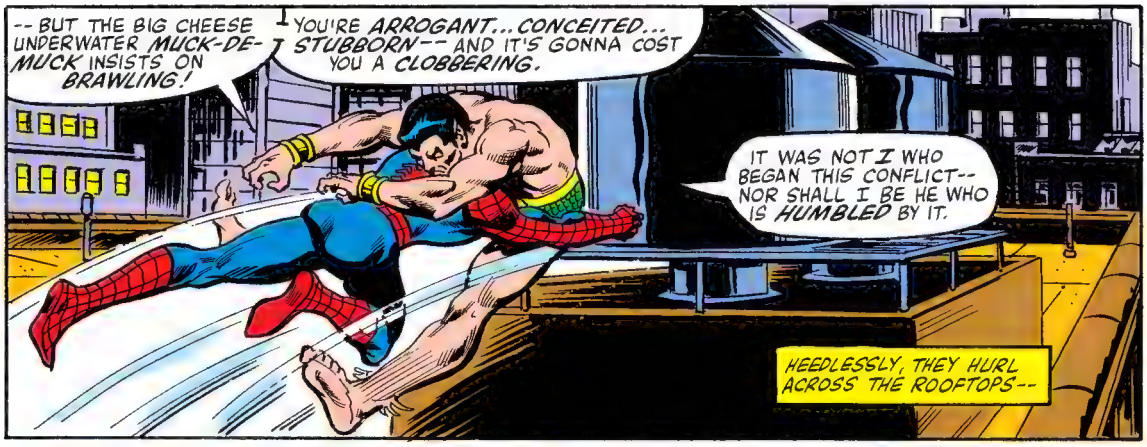

UNNGH
A PRINCE OF THE REALM NEED NOT EXPLAIN HIS ACTIONS!

YOU COULD HAVE HEEDED ME, BUT CHOSE TO FLEE!
NOW SUFFER THE CONSEQUENCES!
I UNDER-ESTIMATED HIM... FORGOT HOW FAST HE IS--EVEN OUT OF THE WATER!
BUT HE'S STILL TANGLED IN MY WEBBING--GOT TO STRIKE BEFORE HE GETS FREE!

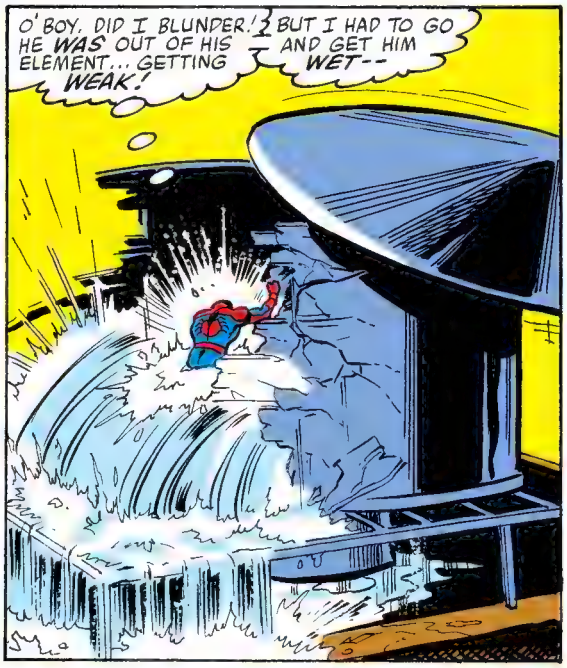

MISTER, YOU LEANED ON SOMEBODY I'M GETTING AWFULLY FOND OF FOR NO REASON--

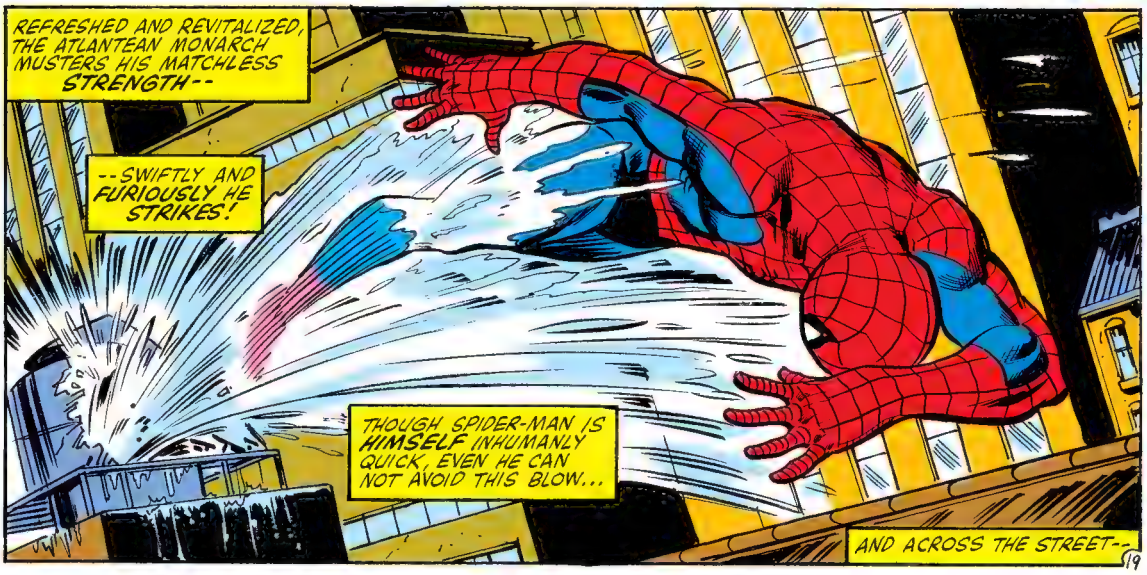

--WHICH TENDS TO MAKE ME RAMBUNCTIOUS!
ONCE MORE, I ASK, IN WORDS OF ONE SYLLABLE--

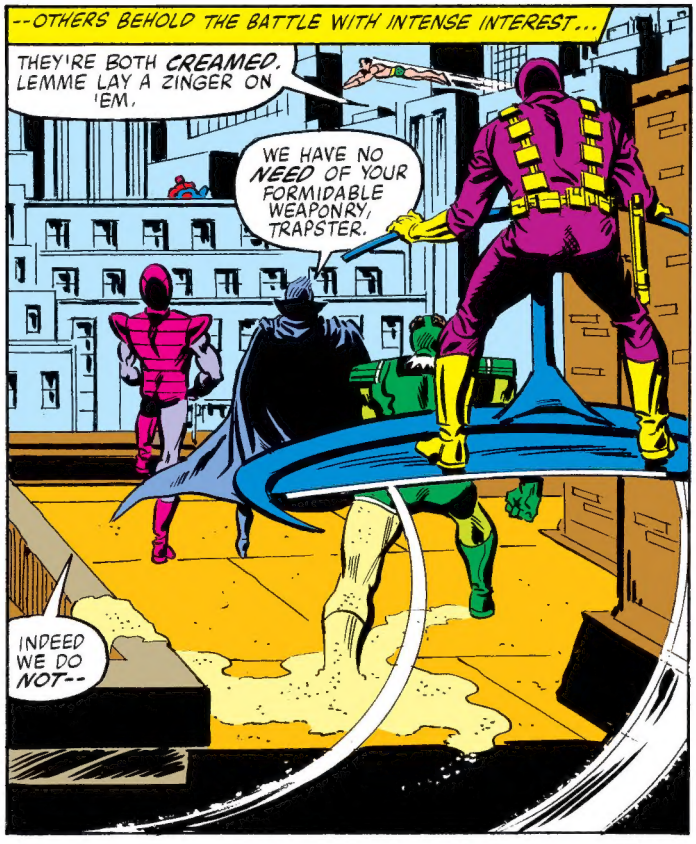

--WHY DID YOU DO IT?
I OWE YOU NO EXPLANATION.
OKAY... SWELL! I TRIED TO BE NICE--


-- BUT THE BIG CHEESE UNDERWATER MUCK-DE-MUCK INSISTS ON BRAWLING!
YOU'RE ARROGANT... CONCEITED... STUBBORN-- AND IT'S GONNA COST YOU A CLOBBERING.
IT WAS NOT I WHO BEGAN THIS CONFLICT-- NOR SHALL I BE HE WHO IS HUMBLED BY IT.
HEEDLESSLY, THEY HURL ACROSS THE ROOFTOPS--

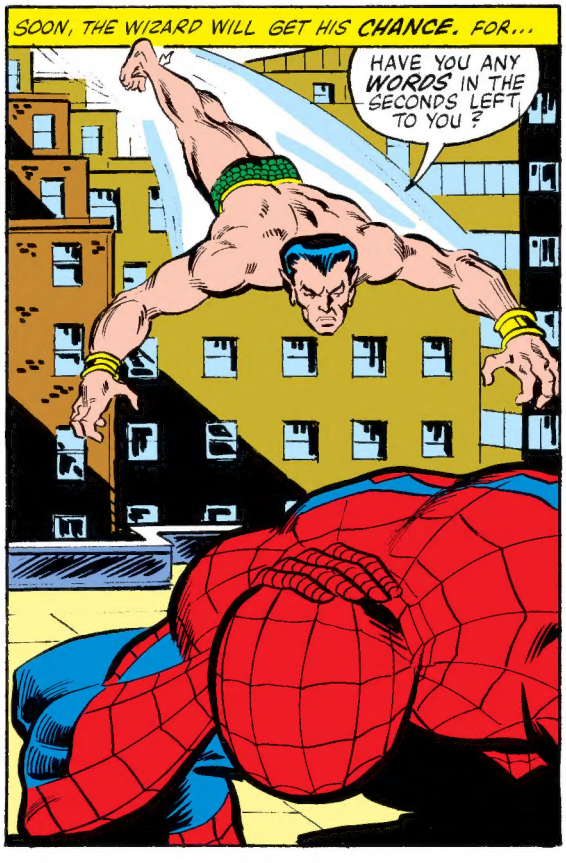
--INTO A WATER STORAGE TANK...
SKA-RITTCHHH!


O' BOY, DID I BLUNDER! HE WAS OUT OF HIS ELEMENT... GETTING WEAK!
BUT I HAD TO GO AND GET HIM WET--


REFRESHED AND REVITALIZED, THE ATLANTEAN MONARCH MUSTERS HIS MATCHLESS STRENGTH--
--SWIFTLY AND FURIOUSLY HE STRIKES!
THOUGH SPIDER-MAN IS HIMSELF INHUMANLY QUICK, EVEN HE CAN NOT AVOID THIS BLOW...
AND ACROSS THE STREET--

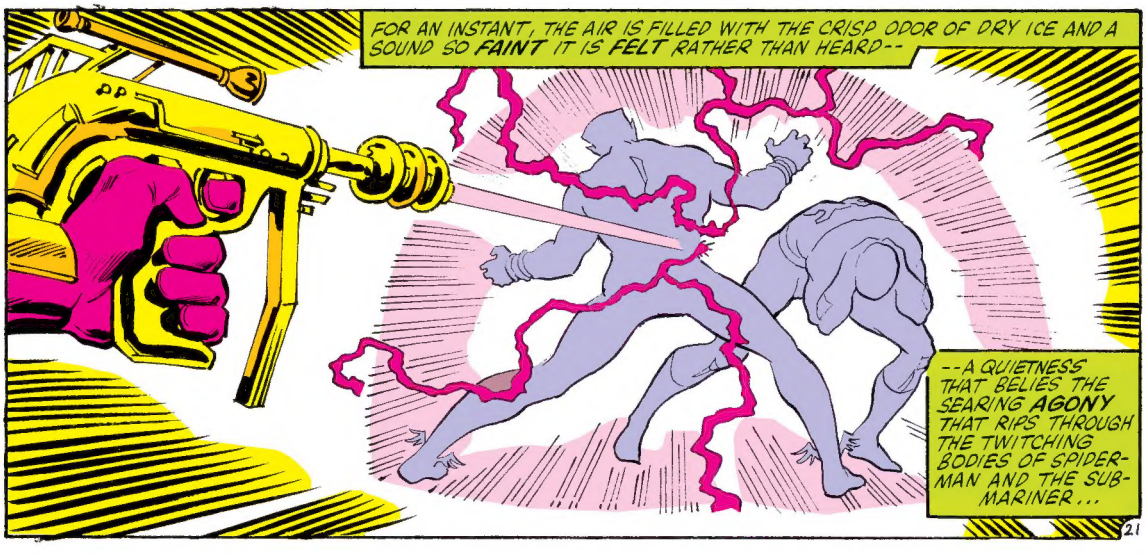

--OTHERS BEHOLD THE BATTLE WITH INTENSE INTEREST...
THEY'RE BOTH CREAMED. LEMME LAY A ZINGER ON 'EM.
WE HAVE NO NEED OF YOUR FORMIDABLE WEAPONRY, TRAPSTER.
INDEED WE DO NOT--

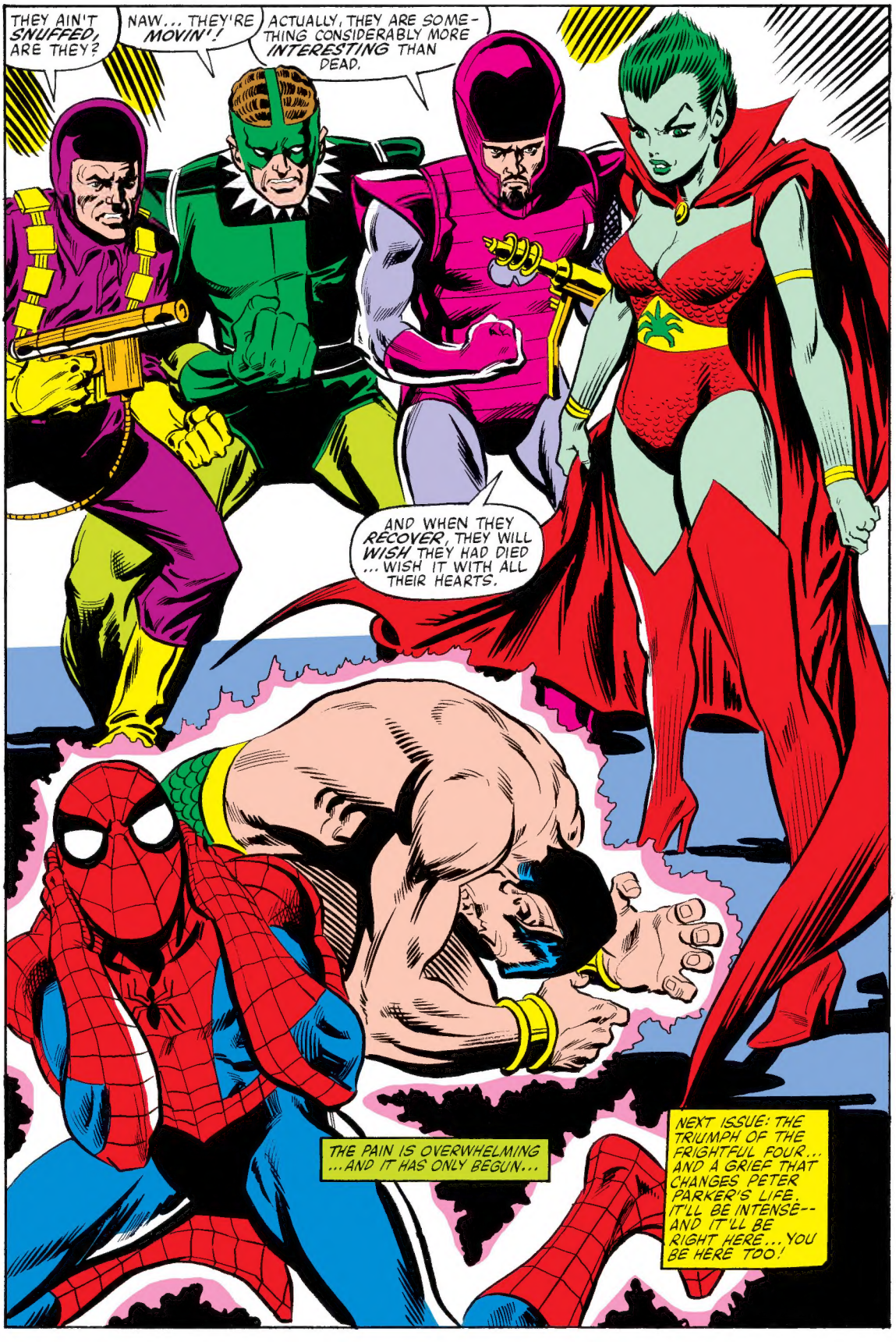
--NOT WHEN I HAVE PREPARED A DEVICE ESPECIALLY FOR THEM... A MODIFICATION OF THE INVENTION WITH WHICH I TRACED SPIDER-MAN'S ARACHNID SENSE.
I AM MOST ANXIOUS TO TEST IT.


SOON, THE WIZARD WILL GET HIS CHANCE. FOR...
HAVE YOU ANY WORDS IN THE SECONDS LEFT TO YOU?

DO YOU WISH TO SAY ANYTHING BEFORE I FINALLY PUT A FINISH TO YOUR MEDDLING?
YEAH... GO HUG A ROPE!
PERHAPS THAT IS GOOD ADVICE--

YOU! I MIGHT HAVE KNOWN YOU WOULD APPEAR HENCE!
THE NAME IS LLYRA. FOR LONG YEARS I HAVE NURTURED A HATRED FOR PRINCE NAMOR.*
A HATRED BORN BECAUSE HE SPURNED MY DESIRE FOR HIM!
I KILLED HIS LADY DORMA, AND NAMOR, IN TURN, TRIED TO KILL ME. BUT I AM NOT SO EASILY DESTROYED!
THE TIME HAS COME FOR HIM TO PAY FOR MY SUFFERING--AND PAY IN FULL!
*LLYRA WAS SEEN WAY BACK IN SUB-MARINER #50 --ARCHIVAL AL.
WHO IS APPEARING HENCE? WHO THE HECK IS SHE?
WITH THE AID OF THE WIZARD AND HIS COMPANIONS, MY THIRST FOR REVENGE WILL BE THIS DAY SLAKED.
ARE YOU READY?
I AM.


FOR AN INSTANT, THE AIR IS FILLED WITH THE CRISP ODOR OF DRY ICE AND A SOUND SO FAINT IT IS FELT RATHER THAN HEARD--
--A QUIETNESS THAT BELIES THE SEARING AGONY THAT RIPS THROUGH THE TWITCHING BODIES OF SPIDER-MAN AND THE SUB-MARINER...


THEY AIN'T SNUFFED, ARE THEY?
NAW... THEY'RE MOVIN'!
ACTUALLY, THEY ARE SOMETHING CONSIDERABLY MORE INTERESTING THAN DEAD.
AND WHEN THEY RECOVER, THEY WILL WISH THEY HAD DIED ... WISH IT WITH ALL THEIR HEARTS.
THE PAIN IS OVERWHELMING ...AND IT HAS ONLY BEGUN...
NEXT ISSUE: THE TRIUMPH OF THE FRIGHTFUL FOUR... AND A GRIEF THAT CHANGES PETER PARKER'S LIFE. IT'LL BE INTENSE-- AND IT'LL BE RIGHT HERE...YOU BE HERE TOO!

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Shadowcat